



## Editorial

The regulators deferred by two months the requirement of the much debatable mandate for Independent Directors to register in a specified databased by February 29<sup>th</sup> [Read more...](#)

## OPINION:

### What is Hot in Company Law?



Our free to use website [www.ca2013.com](http://www.ca2013.com) has the unique distinction of providing an integrated view of the Companies Act, LODR and IB code. [Read more...](#)

## Compliance calendar

Due dates for Professional tax, Goods and Service Tax, Companies Act, 2013 among others has been captured for your ready reference. [View the list...](#)

## Gist of Regulatory Changes in Companies Act, 2013, SEBI (LODR), 2015 and Insolvency & Bankruptcy Code, 2016 in the month of February, 2020

Fourteen Regulatory changes in Companies Act, 2013, SEBI (LODR), 2015 and Insolvency & Bankruptcy Code, 2016 were made in the month of February.

[View the list...](#)

## BUT: [BLISS Useful Tips](#) for the Month

**BUT#107:** [BLISS Auto-checks on the Annexures upload, to ensure nothing is missed!](#)

**BUT#108:** [Replicate any Circular Resolution with a SINGLE CLICK](#)

**BUT#109:** [Grouping of Agenda Items Under One Heading in BLISS](#)

## Tech 4 Company Sec

### IT Jargon for Company Secretaries (IT Jargon 4 CS)

By Shankar Jaganathan



Use of jargons is a key aspect of quick and effective communication in specialized fields. [Read more...](#)

## What's new in BLISS & its variants?

### In BLISSPLUS and BLISSLISTED:

1. Grouping of Agenda Items
2. User-defined template for Extracts of Resolution
3. Enhancements to create documents conforming to user style guides

### In BLISS, BLISSPLUS and BLISSLISTED:

1. Scan for virus files or malicious files during upload
2. Enhancements in the format of Attendance Register Sheets for Meetings
3. Restriction for users other than Admin to modify Financial Information
4. Confirmation of recipients list before sending emails
5. Track and update pending Registers, Returns and Actions related to Circular Resolutions
6. Changes made to the Meeting dates, updates the due dates for the pending actions accordingly
7. Close pending Registers with comment

[Read more...](#)

## Editorial

The regulators deferred by two months the requirement of the much debatable mandate for Independent Directors to register in a specified database by February 29<sup>th</sup> and qualify within the next 12 months by passing an examination. This extension has betrayed all the law-abiding Independent Directors who despite their disagreement with the mandate, registered in time out of respect for the law, only to make a mockery of their compliance by extending it. It is time that the regulators realized that they are the primary source for promoting non-compliance by unilateral extension of due dates, after the due date. Is it too much to expect the regulatory to act in a manner that promotes compliance?

In the tenth article of our **Tech 4 Company Sec** series, we have covered **IT Jargons**, as use of jargons is not only the way professionals communicate but also makes their communication effective and to the point. In this article, we have covered one jargon from each alphabet as IT has entered the world of Company Secretaries and forms an integral part of it.

Our other regular features –**What is Hot in Company Law, Gist of Changes in the Companies Act, 2013** and **Statutory Compliance Calendar** are also included in this issue.

Please share your feedback on this newsletter with us at [contact@cimplyfive.com](mailto:contact@cimplyfive.com). We look forward to your feedback with interest and as ever, strive to improve the quality of everything we do.

Happy reading,  
Shankar Jaganathan  
Editor of iComply  
March 5, 2020

## OPINION:

### What is Hot in Company Law?

Our free to use website [www.ca2013.com](http://www.ca2013.com) has the unique distinction of providing an integrated view of the Companies Act, LODR and IB code. Proving its utility, it crossed **6 million page-views** in January and attracts over 3000 users accessing over 6000 pages a day. Listing of the most viewed sections in the Companies Act, LODR and IB code for the month of February 2019 is based on visitors to our site.

#### Company Law Top 5 Chartbuster sections in February 2019

Rank in Jan	Change in Rank	Rank in Feb	Section reference	Section title
N	N	1	62	Further issue of share capital
1	↓	2	188	Related party transactions
2	↓	3	179	Powers of Board
5	↑	4	135	Corporate Social Responsibility
4	↓	5	139	Appointment of Auditors

Section 62 is a new entrant, replacing section 186

#### LODR Top 5 Chartbuster Regulations in February 2019

Rank in Jan	Change in Rank	Rank in Feb	Regulation reference	Regulation Title
2	↑	1	30	Disclosure of Events or Information
N	↑	2	33	Financial Results
1	↓	3	17	Board of Directors
3	↓	4	23	Related party transactions
N	↑	5	47	Advertisements in newspapers

Regulation 33 and 47 are new entrants, replacing Regulation 34 and 29.

**IB Code Top 5 Chartbusters in February 2019**

Rank in Jan	Change in Rank	Rank In Feb	Section reference	Section Title
2	↑	1	59	Voluntary liquidation of corporate persons
1	↓	2	5	Definitions
N	↑	3	3	Initiation of corporate insolvency resolution process by financial creditor
N	↑	4	30	Insolvency resolution by operational creditor
N	↑	5	33	Application for initiation of corporate insolvency resolution process by operational creditor

Sections 3, 30 and 33 are new entrants, replacing sections 7,8, and 9.

**Tech 4 Company Sec****IT Jargon for Company Secretaries (IT Jargon 4 CS)**

By Shankar Jaganathan

Use of jargons is a key aspect of quick and effective communication in specialized fields. Jargons are words or phrases unique to that field and not used elsewhere. With the advent of smart phone, IT jargons have entered many aspects of generic human life in the last two decades. The world of company secretaries is no exception. This article takes one jargon for each alphabet and elaborates it to help company secretaries leverage the new emerging digital world.

**26 IT Jargons**

- AAA** -Authentication, Authorization, Accounting
  - Authentication is the process of identifying a person usually based on their username,

password and any other factor like OTP (One Time Password)

- Authorization-Process of granting or denying access to the program or application
  - Accounting -keeping track of users and their activities
- Bcc: Blind Carbon Copy**, a mode of sending mails to recipients who are not visible to other recipients of the mail.
  - Cloud Computing:** is the delivery of different IT services like software applications, tools and data storage through the Internet. Cloud computing not only provides these applications but also all the required computing hardware and operating systems required to run these services.
  - DRP: Disaster Recover Plan**, a sub-sect of Business Continuity Plan that deals with contingency plan for providing continuity in accessing IT services and IT Assets.
  - ERR**-Abbreviation for Error in the IT world.
  - FOSS** -Free and Open Source Software-Software that is developed and made available by the developers to the users free of cost.
  - GOPS: Giga (billion) Operations Per Second** -A unit of measurement of computing speed.
  - Hypertext**-any text that contains links to other documents - words or phrases in the document that can be clicked by a reader and which cause another document to be retrieved and displayed.
  - ICANN** -Internet Corporation for Assigned Name and Numbers, a non-profit corporation that is responsible for allocating IP address and managing the domain name system.
  - Junk Mail** -Unsolicited mail that is not of value to the recipient.
  - Knowbot** -Knowledge robots, designed to search files on the Internet "a robotic librarian." It is a registered trademark of the Corporation for national Research Initiatives.
  - Link:** A string of hypertext transfer protocol structured text that connects web pages on the internet. External links deal with web pages on other sites while internal links deal with pages on the same site
  - Malware:** Programs with the intent to cause problems, also colloquially called virus.
  - NLP-Natural Language Processing:** refers to the computer understanding, analysis, manipulation, and/or generation of natural language. NLP is a subfield of artificial intelligence and linguistics.

15. **OCR**-Optical Character Recognition: The technique of recognising printed text and turning it into computer input, to avoid the need for keyboard entry.
16. **Pdf**-Portable document format: a multi-platform file format developed by Adobe Systems. A PDF file captures document text, fonts, images, and even formatting of documents from a variety of applications.
17. **QoS**: Quality of Services: A measure of system performance and system availability.
18. **RBAC**-Role Based Access Control: RBAC is a strategy for implementing security policy management, specifically in the area of authorization. The idea behind RBAC is to define roles as sets of privileges to different systems that represent common access rights for users.
19. **SaaS**: Software as a Service: SaaS is a software distribution model in which applications are hosted by a vendor or service provider and made available to customers over a network.
20. **TLD**-Top Level Domain: the last (right-hand) part of a complete *Domain Name*. There are a large number of TLD's, e.g. .biz, .com, .edu, .gov, .info, .int, .mil, .net, .org, and a collection of two-letter TLD's corresponding to the standard two-letter country codes, e.g., .in, .us, .ca, .jp, etc.
21. **UI**-User Interface: The link between the user and a computer's hardware or software that permits the user to work productively with a system or a program.
22. **VDR**-Virtual Data Room: a secure, Web-based virtual data room that complements or replaces the paper-based deal room that contains all relevant information needed during the due diligence phase.
23. **Wiki**-What I know is: Wiki is used to describe a collaborative (or community) project allowing visitors to edit webpages and add content for the benefit of the group or community. Wikipedia is the most common use of this technique.
24. **XBRL**-Extensible Business Reporting Language: a language for business financial data using XML-style tags.
25. **Yyyy-mm-dd**: The ISO standard formula for writing dates, which avoids the Century Date Change (Y2K) problem.
26. **Zip** -.zip, an open standard for compression and decompression used widely for PC download archives.

## Board Leaders Integrated Software Solutions



BLISS is a Cloud hosted software that automates the routines, provides an e-repository, timely alerts and a real-time dashboard, all aimed at ensuring compliance and good corporate governance. By doing so, it provides complete peace of mind to the Board of Directors and assurance to professionals by providing them with real-time compliance status with respect to the Companies Act,2013

### BLISSPLUS

An advanced variant of BLISS with multiple premium features like Directors view, facility to store past Secretarial records, automated compliance tracker for size based compliance under the Companies Act,2013

### BLISS

LISTED

An advanced variant of BLISSPLUS for Listed Companies with Companies Act,2013 and SEBI's LODR 2015 compliances integrated to provide a single point compliance automation, risk manager & e-repository for secretarial records including past secretarial records.

### BLISSGLOBAL

BLISSGLOBAL for Global Corporate Secretarial teams which helps in handling compliances for companies incorporated across the world by providing Risk Management DashBoard, activity tracker and e-repository of secretarial records.

### BLISSDOCS

An Android/IOS based Board app for Directors which provides secure access to Board documents on Tablets/mobile phones, enhancing Directors productivity and making the Board meetings efficient & effective



CAIRR is a free to use website from CimplyFive that provides at your fingertips, an integrated view of the Companies Act, 2013, IB Code, 2015 and LODR, 2015. The site and app is updated daily at 10AM for changes in the Act & Regulations. For more details, please visit [www.ca2013.com](http://www.ca2013.com)

## Compliance Calendar

<b>March 7<sup>th</sup></b>	TDS payment for February
<b>March 15<sup>th</sup></b>	Pay PF contribution for February
	ESIC payment for February
<b>March 20<sup>th</sup></b>	GST Payment for February - GSTR 3B
	Professional Tax payment
<b>March 25<sup>th</sup></b>	PF Return for month of February
<b>March 31<sup>st</sup></b>	Annual Return- GSTR-9 (2018-19)
	Annual return filed taxpayers who have opted for the Composition Scheme under GST for a particular financial year- GSTR-9A (2018-19)
	Reconciliation Statement for registered taxpayer to whom GST audit is applicable- GSTR-9C (2018-19)

## Gist of regulatory changes in Companies Act, 2013, SEBI (LODR), 2015, SEBI (PIT), 2015 and Insolvency & Bankruptcy Code, 2016 in the month of February, 2020

- **03.02.2020**

- [National Company Law Tribunal \(Amendment\) Rules, 2020](#)

With regard to enforcement of section 230(12), MCA has amended National Company Law Tribunal Rules, 2016 whereby any aggrieved party with respect to the takeover of companies other than listed companies can make an application to the Tribunal in Form NCLT-1 along with the documents as mentioned in the Annexure B of the said rule and an application fee of Rs. 5000.

- [Commencement Notification for Section 230\(11\) and Section 230\(12\) read with Companies \(Compromises, Arrangements and Amalgamations\) Amendments, Rules 2020](#)

MCA vide its notification dated February 3, 2020 has brought into effect Section 230(11) and Section 230(12) of Companies Act, 2013 along with Companies (Compromises, Arrangements and Amalgamations) Amendments, Rules 2020.

This notification has laid down a framework for compromise and arrangements to include a takeover in case of companies other than listed Companies by members holding not less than three-fourths of the shares in the Company.

However, for listed Companies, the takeover offer shall continue to be as per SEBI Regulations.

- [Nidhi \(Amendment\) Rules, 2020, effective from 10.02.2020](#)

MCA has notified the Nidhi (Amendment) Rules, 2020 whereby e-form NDH-1 for return of statutory Compliance, e-form NDH-2 for application for extension of time and e-form NDH-3 for return of Nidhi Company for the half year ended have been substituted with effect from 10th Feb, 2020.

- **06.02.2020**

- [MCA introduces new forms for Incorporation of Companies through Companies \(Incorporation\) Amendment Rules, 2020 with effect from 15th February, 2020](#)

Through this amendment, Profession Tax Registration and Opening of Bank Account can also be applied to through e-Form AGILE-PRO along with the revised SPICe+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32), in which application for reservation of name shall be made. e-Form RUN shall, henceforth, be used by the applicants in case of Change of Name only. The formats of the e-Forms as indicated in the said notification are integrated in our free-to-use website ca2013.com for your quick reference.

- **12.02.2020**

- [Insolvency and Bankruptcy Board of India \(Insolvency Resolution Process for Corporate Persons\) \(Amendment\) Regulations, 2020](#)

IBBI vide its notification dated February 12, 2020 has extended the date from which the levy of additional fees shall come into effect on various forms to be filed by Resolution Professionals as applicable under Regulation 40B from January 1, 2020 to April 1, 2020.

The said Notification is integrated in our free-to-use website ca2013.com for your easy reference.

- **13.02.2020**

- [Companies \(Issue of Global Depository Receipts\) Amendment Rules, 2020](#)

MCA vide its notification dated February 13, 2020 has amended Companies (Issue of Global Depository Receipts) Rules, 2014 to align them with Depository Receipts Scheme, 2014 as against the erstwhile Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993.

This amendment also additionally facilitates remittance of issue proceeds in an International Financial Services Centre Banking Unit for utilisation in accordance with the instructions of the Reserve Bank of India.

The said Notification is integrated in our free-to-use website ca2013.com for your easy reference.

- **14.02.2020**

- [Extension of deadline for registration of Nidhi Companies under Nidhi Rules, 2014](#)

Through this notification, MCA has extended the deadline for every company referred to in Rule 2(b) of Nidhi Rules, 2014 and every Nidhi incorporated under the Act, before the commencement of Nidhi (Amendment) Rules, 2019, to get itself declared as such in accordance with Rule 3A within a period of one year from the date of its incorporation or within a period of nine months (as against the earlier deadline of 6 months) from the date of commencement of Nidhi (Amendment) Rules, 2019, which came into effect on 15/08/2019, whichever is later.

- [Corrigendum to Insolvency and Bankruptcy Board of India \(Insolvency Resolution Process for Corporate Persons\) \(Amendment\) Regulations, 2020](#)

IBBI, through its corrigendum, has provided a revised illustration, as per which the levy of additional fees shall come into effect on various forms to be filed by Resolution Professionals as applicable under Regulation 40B for delay in filing of forms after April 1, 2020. The said Corrigendum is integrated in our free-to-use website ca2013.com for your easy reference.

- **17.02.2020**

- [Insolvency Professionals \(IPs\) to file necessary forms with MCA upon initiation of insolvency proceeding of a company under IBC, 2016](#)

Through this circular, MCA has detailed out the steps to be carried out by an Interim Resolution Professional (IRP) or a Resolution Professional (RP) or a Liquidator, appointed under IBC, 2016, with respect to filing of required forms, starting with INC-28 which has to be submitted along with the NCLT order appointing him/her as IRP/RP/Liquidator, with MCA-21. Master Data of the Company in MCA will also display the said company is under CIRP or Liquidation, as the case may be, and the name of the IP so appointed shall be displayed in the CEO column. Further details of the said circular are available in our free-to-use website ca2013.com for your ready reference.

- **18.02.2020**

- [Companies \(Registration Offices and Fees\) Amendment Rules, 2020](#)

MCA vide this notification has revised the Form GNL-2, a generic form, required to be filed for many items by removing the tabs for items like Circular for inviting Deposits, Return of Deposits and Declaration of Solvency for which specific forms have been notified for the purpose and hence the form now stands aligned with the current Statutory requirement.

The said Notification is integrated in our free-to-use website ca2013.com for your easy reference.

- [MCA revises the effective date of implementation of revised Incorporation procedure through Companies \(Incorporation\) Amendment Rules, 2020 to 23rd February, 2020](#)

Through this notification, effective date of implementation of e-Form AGILE-PRO along with the revised SPICe+ (Simplified Proforma for Incorporating Company Electronically Plus: e Form INC-32) shall be 23rd February, 2020. The revised formats of the e-Forms as indicated in the said notification are integrated in our free-to-use website ca2013.com for your quick reference.

➤ [MCA revises the effective date of implementation of revised Incorporation procedure through Companies \(Incorporation\) Amendment Rules, 2020 to 23rd February, 2020](#)

Through this notification, effective date of implementation of e-Form AGILE-PRO along with the revised SPICe+ (Simplified Proforma for Incorporating Company Electronically Plus: e Form INC-32) shall be 23rd February, 2020. The revised formats of the e-Forms as indicated in the said notification are integrated in our free-to-use website ca2013.com for your quick reference.

● **25.02.2020**

[MCA notifies Companies \(Auditor's Report\) Order, 2020](#)

Through this order, MCA has broadened the coverage on matters by adding 27 detailed points when compared with now superseded Companies (Auditor's Report) Order, 2016, which are required to be stated in the Audit Report under Section 143 of the Companies Act, 2013, thereby increasing the responsibility of Statutory Auditors. This order is applicable for every relevant Audit Report made for the financial years commencing on or after April 1, 2019.

This order is integrated in our free-to-use website for your ready reference.

● **28.02.2020**

[MCA extends deadline to 1st May, 2020 for Independent Directors to get their names listed in the Online Data Bank](#)

MCA, vide Companies (Appointment and Qualification of Directors) Amendment Rules, 2020, has amended Rule 6 of the aforesaid rules to extend the deadline for inclusion of their names by the Independent Directors in the Data Bank (currently maintained by Indian Institute of Corporate Affairs at Manesar (Haryana)) to 01/05/2020 from 01/03/2020.

Also, an individual who has served as a Director or a Key Managerial Personnel, for a period not less than ten years, in a listed public company, or, unlisted public company having a paid-up share capital of rupees ten crore or more, or in a body corporate listed on a recognised stock exchange shall also be

exempted from taking the online assessment test prescribed under Rule 6(4).

For the purpose of calculation of ten years, any period during which an individual was acting as a Director or as a Key Managerial Personnel in two or more companies or body corporate at the same time shall be counted only once.

## What's new in BLISS & Its variants?

### In BLISSPLUS and BLISSLISTED:

1. **Grouping of Agenda Items:** Multiple Agenda Items for a particular Meeting can now be grouped into a single heading. This will enable user to club multiple agenda items of the same nature together. This feature will enable Company Secretaries to present a **more structured agenda** to the Board using BLISS.
2. **User-defined template for Extracts of Resolution:** On customer demand, we now enable you to define your template for Extracts of Resolution from Board and Committee Meetings' Minutes, and Circular Resolution. This feature helps you generate the extracts of resolution confirming to your style guide: the design, look and feel the way you want by just defining it once. This feature **enhances the productivity and usability** of BLISSPLUS and BLISSLISTED.
3. **Enhancements to create documents confirming to user style guides:** Based on customer requirement and practices followed by many Corporates, we have now introduced more variations for the tokens used in templates such as:
  - i. Case sensitive token variation for uppercase, small case, sentence case and title case
  - ii. Variations for Meeting Serial number. Eg: 15, 15th, Fifteenth, Fifteen
  - iii. Variation to print only attached annexures for agenda items that have no preamble and resolution

The usage of these variations for the tokens is explained in the Tokens dictionary available in BLISS. This enhancement makes the documents generated from BLISS **more comprehensive and meets the style guides** of many companies.

**In BLISS, BLISSPLUS and BLISSLISTED:**

1. **Scan for virus files or malicious files during upload:** Now, while uploading any files on BLISS – it will scan each file for viruses and flag the malicious ones. This will help users identify virus files and take preventive action to **keep the system secured**.
2. **Enhancements in the format of Attendance Sheets:** The format for Attendance Sheets generated from BLISS has been enhanced to include a column for Designation of Directors. The Directors' designation gets automatically captured from the designation as updated in Company's Register of Directors and KMPs. This makes the Attendance Sheet **more comprehensive and informative**.
3. **Restriction for other users to modify Financial Information, except Admin:** BLISS now restricts users with Editor and Drafter rights to edit Financial Information of the Company. Only Admin can update or modify the Financial Information. This feature makes BLISS **more secured**.
4. **Confirmation for recipients list before sending emails:** BLISS now prompts for confirmation for recipients and the number of recipients before sending any email through BLISS. This makes the sender aware of all the recipients before sending the mail. This **enhances security** and ensures the mail is not sent to any wrong person.
5. **Track and update pending Registers, Returns and Actions related to Circular Resolutions:** BLISS now allow the users to track pending Registers, Returns and Actions related to Circular Resolutions as well like it works for Agenda and Minutes. This feature makes BLISS **more useful and complete** for the secretarial team.
6. **Changes made to the Meeting dates, updates the due dates for the pending actions accordingly:** Any changes made to the Meeting date in the Agenda and Approval date in Circular Resolution now automatically updates all the connected due dates for the related Registers, Returns and Actions that were triggered as pending activities. This feature makes BLISS **more comprehensive**.
7. **Close pending Registers with comment:** The Users can now close the pending registers in BLISS by entering appropriate comment which

would get stored in BLISS and be available under 'Updated Register' tab for future reference. This would also ease the Register updating process, if the Statutory Registers of the Company is maintained physically or by Registrar & Share Transfer Agent. This feature makes **BLISS more comprehensive** by handling the contingencies.

## About CimplyFive

### Vision

Leverage research and technology to eliminate procedural non-compliance risk for entities regulated by the Indian Companies Act, 2013.

### Mission

Provide a cost-effective, secure web-based, menu driven, subscription services that provides curated resolutions, timely alerts and informative dashboards to free the management bandwidth for pursuing business goals



### Contact us at:

Email: [contact@cimplyfive.com](mailto:contact@cimplyfive.com)

Phone: 080-2332-4212

[www.cimplyfive.com](http://www.cimplyfive.com)

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